FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per form16

SEC USE ONLY						
Prefix	Serial					
DA	E RECEIVED					

Name of Offering (check if this is an amendment and name has changed, and indicate change.)						
Common Stock						
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	≥ Rule 506	□ Se	ction 4(6) ULOE	
Type of Filing:	Ē	New Filing		☐ Amer	ndment	
	A. BASIC	CIDENTIFICAT	ION DATA			
Enter the information requested about	it the issuer					
Name of Issuer (check if this is an ame	endment and name has changed,	and indicate chang	ge.)		_	
Celladon Corporation						
Address of Executive Offices	(Number and Stre	et, City, State, Zij	Code) Telephone Nu	mber (Includin	g Area Code)	
2223 Avenida de la Playa, Suite 120, La	a Jolla, CA 92037-3218		(858) 366-408	1		
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State,	, Zip Code)	Telephone Nu	mber (Includin	g Area Code)	
Brief Description of Business Medical research		a	PROCESSE	D	# 2 M A	
Type of Business Organization		D	UCT 1 0 2007			
≥ corporation	☐ limited partnership, already	formed		🗆 other (1		
☐ business trust	☐ limited partnership, to be fo	ormed	THOMSON —FINANCIAL		07079282	
Actual or Estimated Date of Incorporation	n or Organization;	Month 12	2000			
	den (Correspondent II C. De		detien Co-Carte	Actual	☐ Estimated	
Jurisdiction of Incorporation or Organiza	tion: (Enter two-letter U.S. Pos CN for Canada; FN for o				CA	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the rate of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed,

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	t name first, if individual)				
Chien, Kennet	· · · · · · · · · · · · · · · · · · ·				
		Street, City, State, Zip Code)		·	
c/o Celladon C	orporation, 2223 Avenida de	e la Playa, Suite 206, La Jolla	, CA 92037-3218		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Las Zsebo, Krisztin	t name first, if individual) na				
	-	Street, City, State, Zip Code) e la Playa, Suite 206, La Jolla	ı, CA 92037-3218		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Las Xavier, Asish	t name first, if individual)				
		Street, City, State, Zip Code) e la Playa, Suite 206, La Jolla	ı, CA 92037-3218		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Senyei, Andre		······································			
	•	Street, City, State, Zip Code)	4. 200 I - I-U- CA 02025 22	10	
Check Boxes			te 300, La Jolla, CA 92037-32	☑ Director	☐ General and/or
that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	E Director	Managing Partner
	t name first, if individual)				
Evnin, Anthon	·	Street, City, State, Zip Code)			
		za, Room 5508, New York, N	Y 10112		
Check Boxes that Apply:	Promoter	☑ Beneficial Owner	Executive Office	Director	General and/or Managing Partner
	t name first, if individual) tners Venture Capital				
	sidence Address (Number and de la Playa, Suite 300, La Jo	Street, City, State, Zip Code)	1.040.		
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las Venrock Associ	t name first, if individual)				
	sidence Address (Number and Plaza, Room 5508, New Yo	Street, City, State, Zip Code) rk, NY 10112		<u> </u>	
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
•	t name first, if individual)				
	nnson Development Corpora				
Business or Re	sidence Address (Number and	d Street, City, State, Zip Code)			

410 George Street, New Brunswick, NJ 08901

	11	A. BASIC IDENTIF	ICATION DATA **CONTI!	NUED**	
Check Box(es) that Apply:	Promoter	🗷 Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
	t name first, if individual)				
Hajjar, Roger		d Street, City, State, Zip Code)			
		le la Playa, Suite 206, La Jolla			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Re.	sidence Address (Number and	1 Street, City, State, Zip Code)		<u>. </u>	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Re	sidence Address (Number and	Street, City, State, ZipCode)		·	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)			,	
Business or Re	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	st name first, if individual)	-			
Business or Re	sidence Address (Number and	d Street, City, State, Zip Code)	,		
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (La	st name first, if individual)				
Business or Re	sidence Address (Number and	d Street, City, State, Zip Code)		,	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (La	st name first, if individual)				
Business or Re	sidence Address (Number and	d Street, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (La	st name first, if individual)	- 4 •	A 930		
Business or Re	sidence Address (Number an	d Street, City, State, Zip Code)			

	•					В	INFORM	ATION AB	OUT OFFE	RING				
1.	Has the issuer sold, or does the issuer intend to sell, to nonaccredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									Yes No _X_				
2.	What is the minimum investment that will be accepted from any individual?										pplicable			
3.	Does the offering permit joint ownership of a single unit?											o <u>X</u>		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.									oroker or dealer					
NO	T AI	PLIC	ABLE											
Ful	Nan	ne (Las	t name firs	t, if individual)									
Bus	iness	or Re	sidence Ad	dress (Number	r and Street,	City, State	, Zip Code)	 .						
Nar	ne of	Assoc	iated Broke	er or Dealer										
Stat	es in	Which	Person Li	sted Has Solic	ited or Inten	ds to Solic	it Purchaser	5						
(Ch	eck "	'All Sta	ates" or che	ck individual	States)			***************************************			••••••••			All States
[Al	-]		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]			[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ĮΜʹ	r)	1	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	INCI	INDI	ЮН	[OK]	[OR]	[PA]
[RI			[SC]	[SD]	ITNI	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	I Nап	ne (Las	st name firs	t, if individual	1)									
Bus	iness	or Re	sidence Ad	dress (Number	r and Street,	City, State	, Zip Code)							
Nar	ne of	Assoc	iated Broke	er or Dealer										
				sted Has Solic										_
(Ch	eck "	'All Sta	ates" or che	ck individual	States)						***************************************		***************************************	All States
[AI	4		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ID
ILL			INI	{IAI	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	IMOI
ΙM	ΓJ		[NE]	INVI	[NH]	[หม]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
ĮRi			[SC]	[SD]	[TN]	[TX]	ודטן	[VT]	[VA]	[VA]	[WV]	ĮWIJ	[WY]	(PR)
Ful	l Nan	ne (Las	st name firs	t, if individual	1)									
Bus	iness	or Re	sidence Ad	dress (Numbe	r and Street,	City, State	, Zip Code)							
Naı	ne of	Assoc	iated Broke	er or Dealer				·—						
Sta	tes in	Which	Person Li	sted Has Solic	ited or Inter	ids to Solic	it Purchaser	<u> </u>	··		<u> </u>			
				eck individual										All States
(Al			AKI	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
(11.1 [1L]	-		JIN]	/&2 IA]	KS	[KY]	LA	[ME]	[MD]	[DC] [MA]	[M]	[MN]	[MS]	[MO]
[M]			INE	[NV]	INHI	[NJ]	NM	[NY]	[NC]	[ND]	[ОН]	(OK)	(OR)	[PA]
			[SC]	[SD]	[TN]	[TX]	JUT)	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

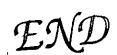
Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Debt	Offering Price		S
	Equity	*		
		<u> </u>		2
	Common Preferred			
		.		s
		\$		\$
	Other (Specify)	\$		\$
	Total	s *		s :
	Answer also in Appendix, Column 3, if filing under ULOE.			
offeri	the number of accredited and non-accredited investors who have purchased securities in this ng and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate number of persons who have purchased securities and the aggregate dollar amount of their asses on the total lines. Enter "0" if answer is "none" or "zero."			
		Number		Aggregate
		Investors		Dollar Amount
				of Purchases
	Accredited Investors	1		S
	Non-accredited Investors	0		S
	Non-accredited Investors	0		\$ \$
sold l	Total (for filings under Rule 504 only)	0		\$\$
sold l	Total (for filings under Rule 504 only)	Type of Security		\$
sold l	Total (for filings under Rule 504 only)	Type of		\$
sold l	Total (for filings under Rule 504 only)	Type of		Dollar Amount Sold
sold l	Total (for filings under Rule 504 only)	Type of		Dollar Amount Sold S
sold l	Total (for filings under Rule 504 only)	Type of		Dollar Amount Sold
sold I sale o	Total (for filings under Rule 504 only)	Type of Security		Dollar Amount Sold S
sold I sale o	Total (for filings under Rule 504 only)	Type of Security		Dollar Amount Sold \$ \$ \$
sold I sale of a. F secur infor	Total (for filings under Rule 504 only)	Type of Security	O	Dollar Amount Sold \$ \$ \$
sold I sale o	Total (for filings under Rule 504 only)	Type of Security	-	Dollar Amount Sold \$ \$ \$
sold I sale of a. F secur infor	Total (for filings under Rule 504 only)	Type of Security	<u> </u>	Dollar Amount Sold S S S S S S S S S S S S S S S S S S
sold I sale of a. F secur information	Total (for filings under Rule 504 only)	Type of Security		Dollar Amount Sold S S S S S S S S S S S S S S S S S S
sold I sale of a. F secur information	Total (for filings under Rule 504 only)	Type of Security	0	Dollar Amount Sold S S S S S S S S S S S S S S S S S S
sold I sale of a. F secur infor	Total (for filings under Rule 504 only)	Type of Security		Dollar Amount Sold S S S S S S S S S
sold I sale of a. F secur infor	Total (for filings under Rule 504 only)	Type of Security	0	Dollar Amount Sold S S S S S S S S S S S S S S S S S S

ıs a license fee pursuant to Amendment No. 2 to the License Agreement effective February 10, 2001 between the Issuer and The Regents of the University of California.

C. OFFERING PRICE, NUMBER (OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	•
b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adj			s*
5. Indicate below the amount of the adjusted gross proceeds to the issu- lf the amount for any purpose is not known, furnish an estimate a payments listed must equal the adjusted gross proceeds to the issuer	and check the box to the left of the e	stimate. The total of the	Payment To
		Directors, & Affiliates	Others
Salaries and fees		□ s	□ s
Purchase of real estate		□ s	□ s
Purchase, rental or leasing and installation of machinery and equipment.		□ \$	□ s
Construction or leasing of plant buildings and facilities		□ s	□ s
Acquisition of other businesses (including the value of securities involved		□ s	□ s
in exchange for the assets or securities of another issuer pursuant to a me Repayment of indebtedness.	= :		_
Working capital			
Other (specify):			
		s	
Column Track		□ s	
Column Totals			□ s
Total Payments Listed (column totals added)		⋈ \$	<u>*</u>
The issuer had duly caused this notice to be signed by the undersigned of an undertaking by the issuer to furnish to the U.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	nge Commission, upon written request	of its staff, the information	a furnished by the issuer to any
Issuer (Print or Type) CELLADON CORPORATION	Signature MMM	le	September 18, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Krisztina M. Zsebo, Ph.D.	President and Chief Executive	Officer	
Up to 174,197 shares of the Issuer's Common Stock (of which 34,839 icense fee pursuant to Amendment No. 2 to the License Agreement effect	shares have been issued to date) may ive February 10, 2001 between the lss	be issued upon the achiev uer and The Regents of the	ement of specified milestones a Unversity of California.
"	ATTENTION		
Intentional misstatements or omissions of fact constitute fe		18 U.S.C. 1001.)	

<u> </u>	E. STATE S	SIGNATURE	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqua	alification provisions of such rule?	Yes No
	See Appendix, Colum	n 5, for state response.	
2.	The undersigned issuer hereby undertakes to furnish to the state administrator such times as required by state law.	of any state in which the notice is filed, a notice on Form	n D (17 CFR 239.500) at
3.	The undersigned issuer hereby undertakes to furnish to any state administrators	s, upon written request, information furnished by the issuer	to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the condition (ULOE) of the state in which this notice is filed and understands that the issue conditions have been satisfied.		
	e issuer has read this notification and knows the contents to be true and has du son.	ly caused this notice to be signed on its behalf by the und	dersigned duly authorized
Issi	uer (Print or Type) Si	gnature	Date .0
CE	ELLADON CORPORATION	fom Julo 1	September <u>1/</u> , 2007
Na	me (Print or Type) Ti	itle (Print or Type)	
Kr	isztina M. Zsebo, Ph.D. Pt	resident and Chief Executive Officer	



Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every ptice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bar typed or printed signatures.